
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event report): August 28, 2008

Constellation Energy Partners LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33147
(Commission File Number)

11-3742489
(IRS Employer
Identification No.)

111 Market Place
Baltimore, MD
(Address of principal executive offices)

21202
(Zip Code)

Registrant's telephone number, including area code: (410) 468-3500

Not applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 8.01 Other Events.

On August 28, 2008, Constellation Energy Partners LLC (the “Company”) issued a press release relating to an announcement by Constellation Energy Group, Inc. that it intends to sell its upstream gas assets. A copy of the Company’s press release is filed as Exhibit 99.1 hereto and incorporated by reference into this Item 8.01 Other Events.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|-------------------------------------|
| 99.1 | Press Release dated August 28, 2008 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONSTELLATION ENERGY PARTNERS LLC

Date: August 28, 2008

By: /s/ Charles Ward
Charles Ward
Chief Financial Officer



News Release

Media Line: 410 470-7433

www.constellationenergypartners.com

Media Contact: Lawrence McDonnell
410 470-7433

Investor Contacts: Tonya Cultice
410 470-5619

**Constellation Energy Partners Releases Statement Regarding Constellation Energy
Announcement That It Intends to Sell Its Upstream Gas Assets**

HOUSTON, August 28, 2008—Constellation Energy Partners LLC (NYSE Arca: CEP) today released a statement regarding the announcement by Constellation Energy (NYSE: CEG) that it intends to sell its upstream gas assets.

“We have been informed of Constellation Energy’s decision to sell its upstream gas assets,” said Stephen R. Brunner, president and chief executive officer of Constellation Energy Partners. “Constellation Energy informed us that they are committed to continuing to provide all the services to the company as agreed to in its Management Services Agreement. We value our strategic relationship with Constellation Energy and appreciate their commitment to continue to provide ongoing support to our company. We intend to work closely with our Board of Managers and the management team at Constellation Energy to evaluate the potential impact that their current and future decisions may have on our company. As we move forward through the process we will focus on developing a plan that is in the interests of our company and unitholders.

“We do not expect any immediate impact on our business operations and we remain focused on running the business and executing on our strategic plan. We continue to focus on achieving our 2008 commitments and delivering cash flow stability and future growth to our unitholders.”

Forward-Looking Statements

We make statements in this news release that are considered forward- looking statements within the meaning of the Securities Exchange Act of 1934. These forward-looking statements are largely based on our expectations, which reflect estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions and other factors. Although we believe such estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties that are beyond our control. In addition, management’s assumptions about future events may prove to be inaccurate. Management cautions all readers that the forward-looking statements

contained in this news release are not guarantees of future performance, and we cannot assure you that such statements will be realized or the forward-looking events and circumstances will occur. Actual results may differ materially from those anticipated or implied in the forward-looking statements due to factors listed in the “Risk Factors” section in our SEC filings and elsewhere in those filings. All forward-looking statements speak only as of the date of this news release. We do not intend to publicly update or revise any forward-looking statements as a result of new information, future events or otherwise.

Constellation Energy Partners LLC, (<http://www.constellationenergypartners.com>), is a limited liability company focused on the acquisition, development and exploitation of oil and natural gas properties, as well as related midstream assets.